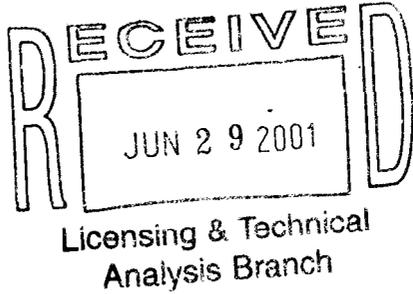


SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5 116  
TELEPHONE (202) 424-7500  
FACSIMILE (202) 424-7647

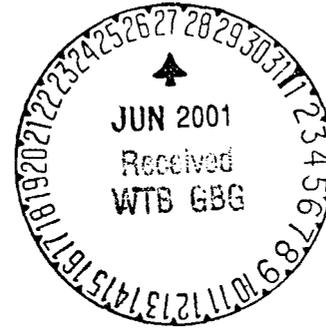
NEW YORK OFFICE  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174



June 27, 2001

**VIA COURIER**

Wireless Telecommunications Bureau  
Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 17325-7245



Re: Updated FCC Form 602 Ownership Report for PrimeCo Acquisition LLC

Dear Sir or Madam:

On behalf of PrimeCo Acquisition LLC ("PrimeCo"), transmitted herewith are an original and one (1) copy of its updated FCC Form 602 ownership report. Please replace PrimeCo's existing FCC Form 602 with the enclosed version, as it contains the most up-to-date information.

Should you have any questions concerning this matter, please do not hesitate to contact Nancy Killien Spooner at (202) 424-7673.

Very truly yours,

A handwritten signature in black ink that reads "Nancy Killien Spooner".

Nancy Killien Spooner

Enclosures

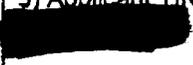
cc: Steven Greenberg

FCC 602  
Main Form

FCC Ownership Disclosure Information for the  
**Wireless** Telecommunications Services

Approved by OMB  
5060-0799  
See instructions for  
public burden estimate

Applicant/Licensee Information

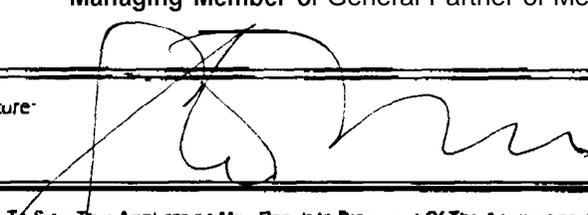
1) First Name (if individual)	MI.	Last Name:	Suffix:
2) Applicant Name (if entity): <b>PrimeCo Acquisition LLC</b>		3) Applicant TIN 	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary).	4b) Principal Business.	4c) TIN	4d) Percent of Interest Held.

Signature

5) Type of Printed Name of Party Authorized to Sign

First Name: <b>Stephen</b>	MI	Last Name: <b>Rader</b>	Suffix:
Title: <b>Managing Member of General Partner of Member, Clarity Partners, L.P.</b>			
Signature: 			Date: <b>6/26/2001</b>
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (u S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (u S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (u S Code, Title 47, Section 503)			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information complete as many as required to describe all disclosable interest holders

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable interest Holder's Name (if entity): <b>Clarity Partners, L.P.</b>			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 902105452</b>				
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( <b>L</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: <b>16.74%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0</b>			9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Member of Applicant.</b>				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): <b>John</b>			MI:	Last Name:		suffix:
2) Disclosable Interest Holders Name (if entity): <b>Clarity Advisors L.P.</b>			3) Disclosable Interest Holder's TIN: 			
4) Disclosable Interest Holders Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 902106452</b>						
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( <b>L</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: <b>2.53%</b>		
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0</b>			9) Disclosable Interest Holders Country of Citizenship: <b>U.S.A.</b>			
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Member of Applicant.</b>						

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Clarity Associates L.P.</b>			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 90210-5452</b>				
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( L ) (refer to instructions for list of codes):		7) Percent of interest Held in Applicant: <b>0.24%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0</b>			9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Member of Applicant.</b>				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified):

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): <b>Clarity GenPar, LLC</b>			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holders Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 90210-5452</b>				
5) Type of Interest in Applicant ( <b>I</b> ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( <b>M</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: <b>26.6%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>G</b>			9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Clarity GenPar, LLC is the General Partner of Clarity Partners, L.P., Clarity Advisors L.P., and Clarity Associates L.P., each of which is a Member of Applicant.</b>				

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): <b>Barry</b>	MI:	Last Name: <b>Porter</b>	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 90210-5452</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>26.6%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Managing Member of Clarity GenPar, LLC, General Partner of Clarity Partners, L.P., Member of Applicant</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

Schedule for Disclosable interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): <b>Stephen</b>		MI: <b>P</b>	Last Name: <b>Rader</b>	suffix:
2) Disclosable Interest Holders Name (if entity):			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 90210-5452</b>				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  <b>26.6%</b>
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list):  <b>0</b>			9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>Managing Member of Clarity GenPar, LLC, General Partner of Clarity Partners, L.P., Member of Applicant</b>				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held:
U.S. TelePacific Corp. 515 South Flower Street, 47 <sup>th</sup> Floor Los Angeles, CA 90071-2201	Telecommunications		16.3%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): <b>R. Rudolph</b>	MI:	Last Name: <b>Reinfrank</b>	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 9021 0-5452</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>26.6%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Managing Member of Clarity GenPar, LLC, General Partner of Clarity Partners, L.P., Member of Applicant</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

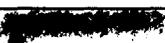
11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
U.S. TelePacific Corp. 515 South Flower Street, 47 <sup>th</sup> Floor Los Angeles, CA 90071-2201	Telecommunications		16.3%

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

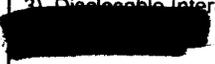
1) Disclosable Interest Holder's First Name (if individual): <b>David</b>	MI:	Last Name: <b>Lee</b>	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 90210-5452</b>			
5) Type of interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>26.6%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>O</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Managing Member of Clarity GenPar, LLC, General Partner of Clarity Partners, L.P., Member of Applicant</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal-Business:	11c) TIN:	11d) Percent of Interest Held:
			

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>J.P. Morgan Partners (SBIC) LLC</b>		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>270 Park Avenue, New York, NY 10017</b>			
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>M</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>13%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Member of Applicant.</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Advanced Telecom Group 110 Stony Point Road, 2 <sup>nd</sup> Floor Santa Rosa, CA 95401	Telecommunications		10%
Broadslate Networks 630 Peter Jefferson Parkway, Suite 300 Charlottesville, VA 22911	Telecommunications		23.3%
Lightship Telecom 1301 Virginia Drive, Suite 120 Fort Washington, PA 19035	Telecommunications		49%
Western Integrated Network Colorado Center Tower Two Suite 2-800, 2000 South Colorado Blvd, Denver, CO 60222	Telecommunications		17.1%
Triton PCS Holdings, Inc. 1100 Cassatt Road Berwyn, PA 19312	Wireless mobile telephony		16.5%
Smith TV of New York 720 Second Avenue South St Petersburg, FL 33703	Broadcasting		11.1%

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

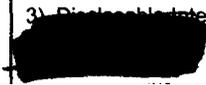
1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>J.P. Morgan Partners (BHCA), L.P.</b>		3) Disclosable Interest Holder's TIN:		
4) Disclosable Interest Holder's Address: <b>270 Park Avenue, New York, NY 10017</b>				
5) Type of Interest in Applicant ( ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( L ) (refer to instructions for list of codes):		7) Percent of interest Held in Applicant: <b>13%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Managing member and sole shareholder of J.P. Morgan Partners (SBIC), LLC, Member of Applicant</b>				

**Related FCC Regulated Businesses of Disclosable interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Advanced Telecom Group 110 Stony Point Road, 2 <sup>nd</sup> Floor Santa Rosa, CA 95401	Telecommunications	[REDACTED]	10%
Broadslate Networks 630 Peter Jefferson Parkway, Suite 300 Charlottesville, VA 22911	Telecommunications	[REDACTED]	23.3%
Lightship Telecom 1301 Virginia Drive, Suite 120 Fort Washington, PA 19035	Telecommunications	[REDACTED]	49%
Western Integrated Network Colorado Center Tower Two Suite 2-800.2000 South Colorado Blvd. Denver. CO 80222	Telecommunications	[REDACTED]	17.1%
Triton PCS Holdings, Inc. 1100 Cassatt Road Berwyn, PA 19312	Wireless mobile telephony	[REDACTED]	16.5%
Smith TV of New York 720 Second Avenue South St. Petersburg, FL 33703	Broadcasting	[REDACTED]	11.1%

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>J.P.M.P. Master Fund Manager, L.P.</b>		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>270 Park Avenue, New York, NY 10017</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( L ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  <b>13%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  <b>G</b>		9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>General Partner of J.P. Morgan Partners (BHCA), L.P., Managing Member of J.P. Morgan Partners (SBIC), LLC, Member of Applicant</b>			

**(Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified))**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Advanced Telecom Group 110 Stony Point Road, 2 <sup>nd</sup> Floor Santa Rosa, CA 95401	Telecommunications		10%
Broadslate Networks 630 Peter Jefferson Parkway, Suite 300 Charlottesville, VA 22911	Telecommunications		23.3%
Lightship Telecom 1301 Virginia Drive, Suite 120 Fort Washington, PA 19035	Telecommunications		49%
Western Integrated Network Colorado Center Tower Two Suite 2-800, 2000 South Colorado Blvd, Denver, CO 80222	Telecommunications		17.1%
Triton PCS Holdings, Inc. 1100 Cassan Road Berwyn, PA 19312	Wireless mobile telephony		16.5%
Smith TV of New York 720 Second Avenue South St. Petersburg, FL 33703	Broadcasting		11.1%

Schedule for Disclosable interest Holders

Disclosable Interest Holder information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Chatham Ventures, Inc.</b>		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>270 Park Avenue, New York, NY 10017</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>13%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>L</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Limited partner of J.P Morgan Partners (BHCA), L.P., Managing Member of J.P. Morgan Partners (SBIC), L.L.C., Member of Applicant</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc)	II d) Percent of Interest Held:
Advanced Telecom Group 110 Stony Point Road, 2 <sup>nd</sup> Floor Santa Rosa, CA 96401	Telecommunications		10%
Broadslate Networks 630 Peter Jefferson Parkway, Suite 300 Charlottesville, VA 22911	Telecommunications		23.3%
Lightship Telecom 1301 Virginia Drive, Suite 120 Fort Washington, PA 19035	Telecommunications		49%
Western Integrated Network Colorado Center lower Two Suite 2600.2000 South Colorado Blvd. Denver, CO 60222	Telecommunications		17.1%
Triton PCS Holdings, Inc. 1100 Cassatt Road Berwyn, PA 19312	Wireless mobile telephony		16.5%
Smith TV of New York 720 Second Avenue South St. Petersburg, FL 33703	Broadcasting		11.1%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): MI: Last Name:		suffix:
2) Disclosable Interest Holder's Name (if entity): <b>J.P.M.P. Capital Corp.</b>		3) Disclosable Interest Holder's TIN: [REDACTED]
4) Disclosable Interest Holder's Address: <b>270 Park Avenue, New York, NY 10017</b>		
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>13%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>G</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>General Partner of J.P.M.P. Master Fund Manager, L.P., General Partner of J.P. Morgan Partners (BHCA), L.P., Managing Member of J.P. Morgan Partners (SBIC), L.L.C., Member of Applicant</b>		

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Advanced Telecom Group 110 Stony Point Road, 2 <sup>nd</sup> Floor Santa Rosa, CA 96401	Telecommunications		10%
Broadslate Networks 630 Peter Jefferson Parkway, Suite 300 Charlottesville, VA 22911	Telecommunications		23.3%
Lightship Telecom 1301 Virginia Drive, Suite 120 Fort Washington, PA 19035	Telecommunications		49%
Western Integrated Network Colorado Center Tower Two Suite 2-800, 2000 South Colorado Blvd. Denver, CO 60222	Telecommunications		17.1%
Triton PCS Holdings, Inc. 1100 Cassatt Road Berwyn, PA 19312	Wireless mobile telephony		16.5%
Smith TV of New York 720 Second Avenue South St. Petersburg, FL 33703	Broadcasting	17 1~V	11.1%

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>J.P. Morgan Chase &amp; Co.</b>		Holder's TIN:	
4) Disclosable Interest Holder's Address: <b>270 Park Avenue, New York, NY 10017</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>13%</b>	
8) Disclosable interest Holder's Type of Ownership (refer to instructions for list): <b>0</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Sole parent of J.P.M.P. Capital Corp., General Partner of J.P.M.P. Master Fund Manager, L.P., and sole parent of <b>Chatham</b> Ventures, Inc.  J.P.M.P. Master Fund Manager, L.P., is the General Partner, and <b>Chatham</b> Ventures, L.P., is the Limited Partner, of J.P. Morgan Partners (BHCA), L.P., the Managing Member of J.P. Morgan Partners (SBIC), L.L.C., Member of Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Advanced Telecom Group 1 10 Stony Point Road, 2 <sup>nd</sup> Floor Santa Rosa, CA 95401	Telecommunications		10%
Broadslate Networks 630 Peter Jefferson Parkway, Suite 300 Charlottesville, VA 22911	Telecommunications		23.3%
Lightship Telecom 1301 Virginia Drive, Suite 120 Fort Washington, PA 19035	Telecommunications		49%
Western Integrated Network Colorado Center Tower Two Suite 2-800, 2000 South Colorado Blvd, Denver, CO 80222	Telecommunications		17.1%
Triton PCS Holdings, Inc. 1100 Cassatt Road Berwyn, PA 19312	Wireless mobile telephony		16.5%
Smith TV of New York 720 Second Avenue South St. Petersburg, FL 33703	Broadcasting		11.1%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name' (if entity): <b>Trimaran Fund II, L.L.C.</b>			Holder's TIN:
4) Disclosable Interest Holder's Address: <b>425 Lexington Avenue, Third Floor, New York, NY 10017</b>			
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable interest Holder is a(n): ( <b>M</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  <b>7.14%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  <b>0</b>		9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Applicant. Trimaran Fund II, L.L.C. has entered into a parallel investing agreement with Trimaran Capital, L.L.C., Trimaran Parallel Fund II, L.P., CIBC Employee Private Equity Fund (Trimaran) Partners, and CIBC World Markets Ireland Limited, whereby all five entities make commonly controlled investment and voting decisions in portfolio companies. No one of these entities, and no investor through these entities, owns a 10% or greater interest in the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:



Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Trimaran Parallel Fund II, L.P.</b>			Holder's TIN:
4) Disclosable Interest Holder's Address: <b>425 Lexington Avenue, Third Floor, New York, NY 10017</b>			
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>L</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  <b>2.81%</b>
8) Disclosable Interest Holder Type of Ownership (refer to instructions for list):  <b>0</b>		9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Trimaran Parallel Fund II, LP., has entered into a parallel investing agreement with Trimaran Fund II, LLC.. Trimaran Capital, L.L.C., CIBC Employee Private Equity Fund (Trimaran) Partners, and CIBC World Markets Ireland Limited, whereby all five entities make commonly controlled investment and voting decisions in portfolio companies. No one of these entities, and no investor through these entities, owns a 10% or greater interest in the Applicant.</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>CIBC Employee Private Equity Fund (Trimaran) Partners</b>			Holder's TIN:
4) Disclosable Interest Holder's Address: <b>425 Lexington Avenue, Third Floor, New York, NY 10017</b>			
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>G</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  <b>4.35%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  <b>0</b>		9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Member of Applicant. CIBC Employee Private Equity Fund (Trimaran) Partners has entered into a parallel investing agreement with Trimaran Fund II, LLC., Trimaran Parallel Fund II, LP., Trimaran Capital, LLC., and CIBC World Markets Ireland Limited, whereby all five entities make commonly controlled investment and voting decisions in portfolio companies. No one of these entities, and no investor through these entities, owns a 10% or greater interest in the Applicant.</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of interest Held:

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI: Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>CIBC World Markets Ireland Limited</b>		3) Disclosable Interest Holder's TIN: <b>Foreign Corporation</b>	
4) Disclosable Interest Holder's Address: <b>425 Lexington Avenue, Third Floor, New York, NY 10017</b>			
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>C</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: <b>4.76%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>Ireland</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Member of Applicant. CIBC World Markets Ireland Limited has entered into a parallel investing agreement with Trimaran Fund II, L.L.C., Trimaran Parallel Fund II, L.P., Trimaran Capital, L.L.C., and CIBC Employee Private Equity Fund (Trimaran) Partners, whereby all five entities make commonly controlled investment and voting decisions in portfolio companies. No one of these entities, and no investor through these entities, owns a 10% or greater interest in the Applicant.</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): <b>PCG Chicago PCS, LLC</b>		holder's TIN:	
4) Disclosable Interest Holders Address: <b>c/o GKW Unified Holdings, LLC, 360 N. Crescent Drive, Beverly Hills, CA 90210</b>			
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>M</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  <b>13%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  <b>0</b>	9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.A.</b>		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>Member of Applicant.</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

II a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	II b) Principal Business:	II c) TIN:	II d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): <b>GKW Unified Holdings LLC</b>			der's TIN:
4) Disclosable Interest Holders Address: <b>360 N. Crescent Drive, Beverly Hills, CA 90210</b>			
5) Type of Interest in Applicant ( <b>I</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>M</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  <b>14%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  <b>0</b>	9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.A.</b>		
<b>10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):</b> <b>Parent and sole member of PCG Chicago PCS, LLC, Member of Applicant; also, limited partner of Clarity Partners, L.P., Member of Applicant; also, limited member of Trimaran Fund II, L.L.C.</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Pacific Capital Group, Inc.</b>			Holder's TIN:
4) Disclosable Interest Holder's Address: <b>360 N. Crescent Drive, Beverly Hills, CA 90210</b>			
5) Type of Interest in Applicant ( <b>I</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>C</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  <b>13%</b>	
6) Disclosable Interest Holders Type of Ownership (refer to instructions for list):  <b>0</b>		9) Disclosable Interest Holders Country of Citizenship:  <b>U.S.A.</b>	
<p><b>10)</b> Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):</p> <p><b>Managing Member of GKW Unified Holdings LLC, Parent and Sole Member of PCG Chicago PCS, LLC, Member of Applicant</b></p>			

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	II d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Green Leaf Ridge Acquisition Company III, LLC</b>			holder's TIN:
4) Disclosable Interest Holders Address: <b>20 North Wacker Drive, Suite 2200, Chicago, IL 60606</b>			
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>M</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  <b>19.5%</b>	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list):  <b>0</b>	9) Disclosable Interest Holders Country of Citizenship:  <b>U.S.A.</b>		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>Member of Applicant.</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Percy L. Berger, Sr.</b>			Holder's TIN:
4) Disclosable Interest Holder's Address: <b>20 North Wacker Drive, Suite 2200, Chicago, IL 60606</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  <b>19.5%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  <b>0</b>		9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.A.</b>	
40) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>Managing Member of Green Leaf Ridge Acquisition Company III, LLC, Member of Applicant</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held: